

P13000069650

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

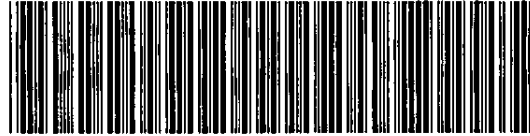
(Business Entity Name)

(Document Number)

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FILED
15 DEC 29 AM 8:14
TALLAHASSEE, FLORIDA

Merger

1611057716



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December 28, 2015

VIA UPS UNISHIPPERS
WAYBILL NO: 1ZX873420192699555

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Attention: Tracy L. Lemieux

Re: JoeFlorida, Inc. Merger
Letter #315A00026696

Dear Ms. Lemieux:

Per your correspondence of December 21, 2015 (a copy of which is enclosed) enclosed is the corrected Articles of Merger for filing on behalf of the above-referenced company.

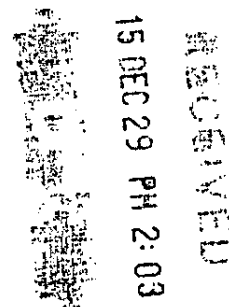
Please process the enclosed merger filing and return an acknowledgement copy to me in the enclosed stamped, self-addressed envelope. If you have any questions concerning this filing, please contact me. Thank you for your assistance.

Very truly yours,

Martha M. Welch
Senior Corporate Paralegal

Enclosures

012181\00100\00789116.docx



COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: JoeFlorida, Inc., an Illinois corporation

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Martha M Welch

Contact Person

Coolidge Wall Co., LPA

Firm/Company

33 W First Street, Suite 600

Address

Dayton, OH 45402

City/State and Zip Code

welch@coollaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Martha M Welch

Name of Contact Person

At (937) 223-8177

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 21, 2015

MARTHA M WELCH
33 W FIRST STE 600
DAYTON, OH 45402

SUBJECT: JOEFLORIDA, INC.
Ref. Number: P13000069650

We have received your document for JOEFLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In section 5 and 6 of the merger please give the full date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 315A00026696

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
JoeFlorida, Inc.	Illinois	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
JoeFlorida, Inc.	Florida	P13000069650

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on
December 16, 2015 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
December 16, 2015 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
15 DEC 29 AM 8:14
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

JoeFlorida, Inc.

Christopher R. McCoy, President

JoeFlorida, Inc.

Christopher R. McCoy, President

PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into as of the 16th day of December, 2015, by and between JoeFlorida, Inc., an Illinois corporation ("JoeIL"), and JoeFlorida, Inc., a Florida corporation ("JoeFL").

WITNESSETH:

WHEREAS, JoeIL is a corporation duly organized and existing under the laws of the State of Illinois with an authorized capital of One Thousand (1,000) Common Shares, without par value, One Hundred (100) shares of which are owned by JoeFL representing 100% of the issued and outstanding shares of the Corporation.

WHEREAS, JoeFL is a corporation duly organized and existing under the laws of the State of Florida, with an authorized capital of Five Hundred (500) Common Shares, without par value, of which One Hundred (100) Common Shares are issued and outstanding.

WHEREAS, the Directors of JoeIL and the Shareholders and Directors of JoeFL have approved and adopted this Agreement of Merger by unanimous written consents dated effective as of December 16, 2015.

WHEREAS, shareholder approval of JoeIL is not required pursuant to 805 Illinois Compiled Statutes Section 11.20.

NOW, THEREFORE, the parties hereto agree as follows:

FIRST: JoeIL and JoeFL have agreed that JoeFL shall merge into JoeIL in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and JoeIL shall be the surviving corporation.

SECOND: The merger provided for in this Agreement of Merger shall become effective upon filing of the Illinois Articles of Merger with the Secretary of State of Illinois in accordance with 805 Illinois Compiled Statutes Sections 11.05, 11.20, 11.25 and 11.35 and the filing of the Florida Articles of Merger with the Secretary of State of Florida in accordance with Sections 607.1101, 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act.

THIRD: The Articles of Incorporation, Bylaws and Directors of JoeIL shall be the Articles of Incorporation, Bylaws and Directors of the surviving corporation.

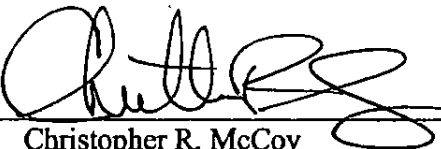
FOURTH: Upon the merger contemplated herein becoming effective, each issued and outstanding share of JoeFL shall be converted into one issued and outstanding share of JoeIL, and JoeIL shall receive all of the property, rights, privileges, franchises, patents, trademarks, trade names, licenses, registrations and other assets of every kind and description of JoeFL, including but not limited to the federal employer identification number of JoeFL and the S Corporation tax election of JoeFL, all of which shall be vested in and devolve upon JoeIL.

without further act and deed, and JoeIL shall assume all the liabilities of every kind and description of JoeFL.

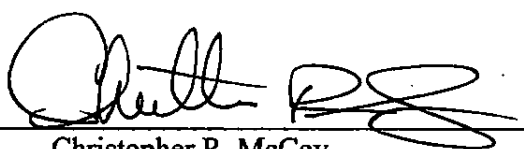
FIFTH: JoeFL hereby agrees from time to time, as and when requested by JoeIL or by its successors or assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments and to take or cause to be taken such further or other action as JoeIL may deem necessary or desirable in order to vest in and confirm to JoeIL title to and possession of any property of JoeFL acquired or to be acquired by reason of or as a result of this merger and otherwise to carry out the intent and purposes hereof, and the proper officers and Directors of JoeIL are fully authorized in the name of JoeFL or otherwise to take any and all such action.

IN WITNESS WHEREOF, JoeIL and JoeFL have caused this Agreement of Merger to be signed in their respective corporate names as of the date and year first above written.

JOEFLORIDA, INC., an Illinois corporation

By 
Christopher R. McCoy
President

JOEFLORIDA, INC., a Florida corporation

By 
Christopher R. McCoy
President